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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case No. BK-S-06-10725 LBR

Case No. BK-S-06-10726 LBR

Case No. BK-S-06-10727 LBR

Case No. BK-S-06-10728 LBR

Case No. BK-S-06-10729 LBR

In re:

USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

Chapter 11

In re:

USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,

Debtor.

Jointly Administered Under

Case No. BK-S-06-10725 LBR

In re:

USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

**MONTHLY OPERATING REPORT
 FOR JANUARY 2007**

**(AFFECTS USA CAPITAL REALTY
 ADVISORS, LLC)**

In re:

USA SECURITIES, LLC,

Debtor.

Affects:

☐ All Debtors

☐ USA Commercial Mortgage Company

☒ USA Capital Realty Advisors, LLC

☐ USA Capital Diversified Trust Deed Fund, LLC

☐ USA Capital First Trust Deed Fund, LLC

☐ USA Securities, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA Capital Realty Advisors, LLC

Case No. 06-10726-LBR

**CHAPTER 11
MONTHLY OPERATING REPORT
(GENERAL BUSINESS CASE)**

SUMMARY OF FINANCIAL STATUS

MONTH ENDED: 01/31/07PETITION DATE: 04/13/06

1. Debtor in possession (or trustee) hereby submits this Monthly Operating Report on the Accrual Basis of accounting (or if checked here the Office of the U.S. Trustee or the Court has approved the Cash Basis of Accounting for the Debtor).
Dollars reported in \$1

2. **Asset and Liability Structure**

	<u>End of Current Month</u>	<u>End of Prior Month</u>	<u>As of April 13, 2006</u>
a. Current Assets	\$1,704,485	\$1,874,183	
b. Total Assets	\$1,802,236	\$1,971,934	\$1,272,125
c. Current Liabilities	\$608,554	\$775,849	
d. Total Liabilities	\$730,228	\$897,523	\$125,224

3. **Statement of Cash Receipts & Disbursements for Month**

	<u>Current Month</u>	<u>Prior Month</u>	<u>Cumulative (Case to Date)</u>
a. Total Receipts	\$373,889	\$281	\$1,614,093
b. Total Disbursements	\$375,739	\$1,750	\$1,424,846
c. Excess (Deficiency) of Receipts Over Disbursements (a - b)	(\$1,850)	(\$1,469)	\$189,247
d. Cash Balance Beginning of Month	\$313,803	\$315,272	\$122,706
e. Cash Balance End of Month (c + d)	\$311,953	\$313,803	\$311,953

4. **Profit/(Loss) from the Statement of Operations**

	<u>Current Month</u>	<u>Prior Month</u>	<u>Cumulative (Case to Date)</u>
	(\$2,403)	(\$22,261)	(\$75,359)

5. **Account Receivables (Pre and Post Petition)**

	\$1,392,532	\$1,560,380
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6. **Post-Petition Liabilities**

	\$608,554	\$775,849
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7. **Past Due Post-Petition Account Payables (over 30 days)**

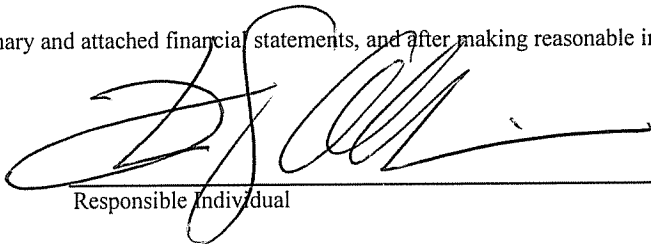
	\$580	\$580
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At the end of this reporting month:

- | | <u>Yes</u> | <u>No</u> |
|--|-----------------------------|-----------------------------|
| 8. Have any payments been made on pre-petition debt, other than payments in the normal course to secured creditors or lessors? (if yes, attach listing including date of payment, amount of payment and name of payee) | <u> </u> | <u>x</u> |
| 9. Have any payments been made to professionals? (if yes, attach listing including date of payment, amount of payment and name of payee) | <u> </u> | <u>x</u> |
| 10. If the answer is yes to 8 or 9, were all such payments approved by the court? | <u> </u> | <u> </u> |
| 11. Have any payments been made to officers, insiders, shareholders, relatives? (if yes, attach listing including date of payment, amount and reason for payment, and name of payee) | <u>x</u> | <u> </u> |
| 12. Is the estate insured for replacement cost of assets and for general liability? | <u> </u> | <u>x</u> |
| 13. Are a plan and disclosure statement on file? | <u>x</u> | <u> </u> |
| 14. Was there any post-petition borrowing during this reporting period? | <u> </u> | <u>x</u> |

15. Check if paid: Post-petition taxes N/A ; U.S. Trustee Quarterly Fees X ; Check if filing is current for: Post-petition tax reporting and tax returns: N/A .
(Attach explanation, if post-petition taxes or U.S. Trustee Quarterly Fees are not paid current or if post-petition tax reporting and tax return filings are not current.)

I declare under penalty of perjury I have reviewed the above summary and attached financial statements, and after making reasonable inquiry believe these documents are correct.

Date: 2/20/07

Responsible Individual

STATEMENT OF OPERATIONS

(General Business Case)

For the Month Ended 01/31/07

Current Month				Cumulative (Case to Date)	Next Month Forecast
Actual	Forecast	Variance			
\$206,042		\$206,042	Revenues:		
		\$0	1 Gross Sales	\$1,971,135	
\$206,042	\$0	\$206,042	2 less: Sales Returns & Allowances		
\$0		\$0	3 Net Sales	\$1,971,135	\$0
\$206,042	\$0	\$206,042	4 less: Cost of Goods Sold (Schedule 'B')		
		\$0	5 Gross Profit	\$1,971,135	\$0
		\$0	6 Interest		
		\$0	7 Other Income:		
		\$0	8		
		\$0	9		
\$206,042	\$0	\$206,042	10 Total Revenues	\$1,971,135	\$0
		\$0	Expenses:		
		\$0	11 Compensation to Owner(s)/Officer(s)		
		\$0	12 Salaries		
		\$0	13 Commissions		
		\$0	14 Contract Labor		
		\$0	Rent/Lease:		
		\$0	15 Personal Property		
		\$0	16 Real Property		
		\$0	17 Insurance		
\$206,042		(\$206,042)	18 Management Fees	\$1,971,154	
		\$0	19 Depreciation		
		\$0	Taxes:		
		\$0	20 Employer Payroll Taxes		
		\$0	21 Real Property Taxes		
		\$0	22 Other Taxes		
		\$0	23 Other Selling	\$1,177	
\$1,850		(\$1,850)	24 Other Administrative	\$30,822	
		\$0	25 Interest		
		\$0	26 Other Expenses:		
		\$0	27		
		\$0	28		
		\$0	29		
		\$0	30		
		\$0	31		
		\$0	32		
		\$0	33		
		\$0	34		
\$207,892	\$0	(\$207,892)	35 Total Expenses	\$2,003,153	\$0
(\$1,850)	\$0	(\$1,850)	36 Subtotal	(\$32,018)	\$0
(\$553)		\$553	Reorganization Items:		
		\$0	37 Professional Fees	(\$34,341)	
		\$0	38 Provisions for Rejected Executory Contracts		
		\$0	39 Interest Earned on Accumulated Cash from Resulting Chp 11 Case		
		\$0	40 Gain or (Loss) from Sale of Equipment		
		\$0	41 U.S. Trustee Quarterly Fees	(\$9,000)	
		\$0	42		
(\$553)	\$0	\$553	43 Total Reorganization Items	(\$43,341)	\$0
(\$2,403)	\$0	\$0	44 Net Profit (Loss) Before Federal & State Taxes	(\$75,359)	\$0
		\$0	45 Federal & State Income Taxes		
(\$2,403)	\$0	\$0	46 Net Profit (Loss)	(\$75,359)	\$0

Attach an Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

BALANCE SHEET
(General Business Case)
For the Month Ended 01/31/07

Assets**From Schedules****Market Value¹****Current Assets**

1	Cash and cash equivalents - unrestricted		<u>\$311,953</u>
2	Cash and cash equivalents - restricted		
3	Accounts receivable (net)	A	<u>\$1,392,532</u>
4	Inventory	B	<u>\$0</u>
5	Prepaid expenses		
6	Professional retainers		
7	Other: _____		
8	_____		
9	Total Current Assets		<u>\$1,704,485</u>

Property and Equipment (Market Value)

10	Real property	C	<u>\$0</u>
11	Machinery and equipment	D	<u>\$0</u>
12	Furniture and fixtures	D	<u>\$0</u>
13	Office equipment	D	<u>\$0</u>
14	Leasehold improvements	D	<u>\$0</u>
15	Vehicles	D	<u>\$0</u>
16	Other: _____	D	
17	_____	D	
18	_____	D	
19	_____	D	
20	_____	D	
21	Total Property and Equipment		<u>\$0</u>

Other Assets

22	Loans to shareholders		
23	Loans to affiliates		
24	Investments		<u>\$97,751</u>
25	_____		
26	_____		
27	_____		
28	Total Other Assets		<u>\$97,751</u>
29	Total Assets		<u><u>\$1,802,236</u></u>

NOTE:

Indicate the method used to estimate the market value of assets (e.g., appraisals; familiarity with comparable market prices, etc.) and the date the value was determined.

1 - The method used to estimate the market value of assets was net book value at the end of the current reporting period as market value has not been determined.

Liabilities and Equity
(General Business Case)

Liabilities From Schedules

Post-Petition

Current Liabilities

30	Salaries and wages		
31	Payroll taxes		
32	Real and personal property taxes		
33	Income taxes		
34	Sales taxes		
35	Notes payable (short term)		
36	Accounts payable (trade)	A	\$4,330
37	Real property lease arrearage		
38	Personal property lease arrearage		
39	Accrued professional fees		\$34,341
40	Current portion of long-term post-petition debt (due within 12 months)		
41	Other: Management fees		\$569,883
42			
43			

44	Total Current Liabilities		\$608,554
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45	Long-Term Post-Petition Debt, Net of Current Portion		
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46	Total Post-Petition Liabilities		\$608,554
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Pre-Petition Liabilities (allowed amount)¹

47	Secured claims ¹	F	\$0
48	Priority unsecured claims ¹	F	\$0
49	General unsecured claims ¹	F	\$121,674
50	Total Pre-Petition Liabilities		\$121,674

51	Total Liabilities		\$730,228
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Equity (Deficit)

52	Retained Earnings/(Deficit) at time of filing		\$1,147,367
53	Capital Stock		
54	Additional paid-in capital		
55	Cumulative profit/(loss) since filing of case		(\$75,359)
56	Post-petition contributions/(distributions) or (draws)		
57			
58	Market value adjustment		
59	Total Equity (Deficit)		\$1,072,008

60	Total Liabilities and Equity (Deficit)		\$1,802,236
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NOTE:

1 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court. The pre-petition liabilities' amounts above reflect the claimed amounts filed on Schedules.

SCHEDULES TO THE BALANCE SHEET
(General Business Case)

Schedule A

Accounts Receivable and (Net) Payable

Receivables and Payables Agings	Accounts Receivable [Pre and Post Petition]	Accounts Payable [Post Petition]	Past Due Post Petition Debt
0 -30 Days	\$81,412	\$3,750	
31-60 Days	\$81,412		
61-90 Days	\$81,412	\$100	\$580
91+ Days	\$1,148,296	\$480	
Total accounts receivable/payable	\$1,392,532	\$4,330	
Allowance for doubtful accounts			
Accounts receivable (net)	\$1,392,532		

Schedule B

Inventory/Cost of Goods Sold

<u>Types and Amount of Inventory(ies)</u>	<u>Inventory(ies) Balance at End of Month</u>	<u>Cost of Goods Sold</u>	
		Inventory Beginning of Month	
		Add -	
Retail/Restaurants -		Net purchase	
Product for resale		Direct labor	
		Manufacturing overhead	
Distribution -		Freight in	
Products for resale		Other:	
Manufacturer -			
Raw Materials			
Work-in-progress		Less -	
Finished goods		Inventory End of Month	
		Shrinkage	
Other - Explain		Personal Use	
		Cost of Goods Sold	\$0
TOTAL	\$0		

Method of Inventory Control

Do you have a functioning perpetual inventory system?

Yes _____ No _____

How often do you take a complete physical inventory?

Weekly _____

Monthly _____

Quarterly _____

Semi-annually _____

Annually _____

Date of last physical inventory was _____

Date of next physical inventory is _____

Inventory Valuation Methods

Indicate by a checkmark method of inventory used.

Valuation methods -

FIFO cost _____

LIFO cost _____

Lower of cost or market _____

Retail method _____

Other _____

Explain _____

Schedule C
Real Property

Description	<u>Cost</u>	<u>Market Value</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Schedule D
Other Depreciable Assets

Description	<u>Cost</u>	<u>Market Value</u>
Machinery & Equipment -		
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Furniture & Fixtures -

_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Office Equipment -

_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Leasehold Improvements -

_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Vehicles -

_____	_____	_____
_____	_____	_____
_____	_____	_____
Total	\$0	\$0

Schedule E
Aging of Post-Petition Taxes
(As of End of the Current Reporting Period)

Taxes Payable	<u>0-30 Days</u>	<u>31-60 Days</u>	<u>61-90 Days</u>	<u>91+ Days</u>	<u>Total</u>
Federal					
Income Tax Withholding					\$0
FICA - Employee					\$0
FICA - Employer					\$0
Unemployment (FUTA)					\$0
Income					\$0
Other (Attach List)					\$0
Total Federal Taxes	\$0	\$0	\$0	\$0	\$0
State and Local					
Income Tax Withholding					\$0
Unemployment (UT)					\$0
Disability Insurance (DI)					\$0
Empl. Training Tax (ETT)					\$0
Sales					\$0
Excise					\$0
Real property					\$0
Personal property					\$0
Income					\$0
Other (Attach List)					\$0
Total State & Local Taxes	\$0	\$0	\$0	\$0	\$0
Total Taxes	\$0	\$0	\$0	\$0	\$0

Schedule F
Pre-Petition Liabilities

<u>List Total Claims For Each Classification -</u>	<u>Claimed¹</u> <u>Amount</u>	<u>Allowed²</u> <u>Amount (b)</u>
Secured claims (a)		
Priority claims other than taxes		
Priority tax claims		
General unsecured claims	\$121,674	

- (a) List total amount of claims even it under secured.
- (b) Estimated amount of claim to be allowed after compromise or litigation. As an example, you are a defendant in a lawsuit alleging damage of \$10,000,000 and a proof of claim is filed in that amount. You believe that you can settle the case for a claim of \$3,000,000. For Schedule F reporting purposes you should list \$10,000,000 as the Claimed Amount and \$3,000,000 as the Allowed Amount.

Schedule G
Rental Income Information
Not applicable to General Business Cases

Schedule H
Recapitulation of Funds Held at End of Month

	<u>Account 1</u>	<u>Account 2</u>	<u>Account 3</u>	<u>Account 4</u>
Bank	Bank of America			
Account Type	Analyzed Checking			
Account No.	3755532422			
Account Purpose	General			
Balance, End of Month	\$311,953			
Total Funds on Hand for all Accounts	\$311,953			

Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report.

NOTES:

- 1 - Claimed Amounts reflects amounts filed on schedules and is subject to change as proof of claims are filed and further pre-petition invoices are identified.
- 2 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court.

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS**Increase/(Decrease) in Cash and Cash Equivalents****For the Month Ended 01/31/07**

		Actual Current Month	Cumulative (Case to Date)
Cash Receipts			
1	Rent/Leases Collected		
2	Cash Received from Sales		
3	Interest Received		
4	Borrowings		
5	Funds from Shareholders, Partners, or Other Insiders		
6	Capital Contributions		
7	Management Fees Received from USA Diversified Trust Deed Fund, LLC	\$373,889	\$1,192,312
8	Management Fees Received from USA First Trust Deed Fund, LLC		\$371,781
9	Return of Investment		\$50,000
10			
11			
12	Total Cash Receipts	\$373,889	\$1,614,093
Cash Disbursements			
13	Payments for Inventory		
14	Selling		
15	Administrative	\$1,850	\$18,327
16	Capital Expenditures		
17	Principal Payments on Debt		
18	Interest Paid		
	Rent/Lease:		
19	Personal Property		
20	Real Property		
	Amount Paid to Owner(s)/Officer(s)		
21	Salaries		
22	Draws		
23	Commissions/Royalties		
24	Expense Reimbursements		
25	Other		
26	Salaries/Commissions (less employee withholding)		
27	Management Fees	\$373,889	\$1,401,269
	Taxes:		
28	Employee Withholding		
29	Employer Payroll Taxes		
30	Real Property Taxes		
31	Other Taxes		
32	Other Cash Outflows:		
33	U.S. Trustee Quarterly Fees		\$5,250
34			
35			
36			
37			
38	Total Cash Disbursements:	\$375,739	\$1,424,846
39	Net Increase (Decrease) in Cash	(\$1,850)	\$189,247
40	Cash Balance, Beginning of Period	\$313,803	\$122,706
41	Cash Balance, End of Period	\$311,953	\$311,953

STATEMENT OF CASH FLOWS
(Optional) Increase/(Decrease) in Cash and Cash Equivalents
For the Month Ended 01/31/07

	Actual	Cumulative
Cash Flows From Operating Activities	<u>Current Month</u>	<u>(Case to Date)</u>
1 Cash Received from Sales		
2 Rent/Leases Collected		
3 Interest Received		
4 Cash Paid to Suppliers		
5 Cash Paid for Selling Expenses		
6 Cash Paid for Administrative Expenses	\$1,850	\$18,327
7 Cash Paid for Rents/Leases:		
8 Personal Property		
9 Real Property		
10 Cash Paid for Interest		
11 Cash Paid for Net Payroll and Benefits		
12 Cash Paid to Owner(s)/Officer(s)		
13 Salaries		
14 Draws		
15 Commissions/Royalties		
16 Expense Reimbursements		
17 Other		
18 Cash Paid for Taxes Paid/Deposited to Tax Acct		
19 Employer Payroll Tax		
20 Employee Withholdings		
21 Real Property Taxes		
22 Other Taxes		
23 Cash Paid for General Expenses		
24 Management Fees Received from USA Diversified Trust Deed Fund, LLC	(\$373,889)	(\$1,192,312)
25 Management Fees Received from USA First Trust Deed Fund, LLC		(\$371,781)
26 Management Fees Paid to USA Commercial Mortgage Company	\$373,889	\$1,401,269
27 Return of Investment		(\$50,000)
28		
29		
30		
31		
32 Net Cash Provided (Used) by Operating Activities before Reorganization Items	(\$1,850)	\$194,497
Cash Flows From Reorganization Items		
33 Interest Received on Cash Accumulated Due to Chp 11 Case		
34 Professional Fees Paid for Services in Connection with Chp 11 Case		
35 U. S. Trustee Quarterly Fees		\$5,250
36		
37 Net Cash Provided (Used) by Reorganization Items	\$0	(\$5,250)
38 Net Cash Provided (Used) for Operating Activities and Reorganization Items	(\$1,850)	\$189,247
Cash Flows From Investing Activities		
39 Capital Expenditures		
40 Proceeds from Sales of Capital Goods due to Chp 11 Case		
41		
42 Net Cash Provided (Used) by Investing Activities	\$0	\$0
Cash Flows From Financing Activities		
43 Net Borrowings (Except Insiders)		
44 Net Borrowings from Shareholders, Partners, or Other Insiders		
45 Capital Contributions		
46 Principal Payments		
47		
48 Net Cash Provided (Used) by Financing Activities	\$0	\$0
49 Net Increase (Decrease) in Cash and Cash Equivalents	(\$1,850)	\$189,247
50 Cash and Cash Equivalents at Beginning of Month	\$313,803	\$122,706
51 Cash and Cash Equivalents at End of Month	\$311,953	\$311,953

**USA Capital Realty Advisors, LLC
Attachment A - Payments to Insiders
January 1, 2007 - January 31, 2007**

Date of Payment	Name of Payee	Purpose of Payment	Amount of Payment
1/31/2007	USA Commercial Mortgage Company	Management Fees	\$ 373,889.34
Total Insider Payments			<u><u>\$ 373,889.34</u></u>